

EXHIBIT A

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

BRUNO HOFMANN, Individually And On Behalf Of
All Others Similarly Situated,

Case No.: 1:04cv10027-JLT

CHAMBERS
DO NOT SCAN
COPY

Plaintiff,

vs.

PHILIP LAUGHLIN, MICHAEL SABOLINSKI,
ALBERT ERANI, DONNA ABELLI LOPOLITO,
JOHN J. ARCARI, HERBERT M. STEIN, ALAN
ADES, BERNARD A. MARDEN, ALAN W. TUCK,
NORRARTIS PHARMA AG, and PRICE
WATERHOUSECOOPERS LLP,

Defendants.

CHRISTOPHER GERARD AHEE, Individually And
On Behalf Of All Others Similarly Situated,

Case No.: 1:04cv10517-JLT

Plaintiff,

vs.

PHILIP LAUGHLIN, MICHAEL SABOLINSKI,
ALBERT ERANI, DONNA ABELLI LOPOLITO,
JOHN J. ARCARI, HERBERT M. STEIN, ALAN
ADES, BERNARD A. MARDEN, ALAN W. TUCK,
NORRARTIS PHARMA AG, and PRICE
WATERHOUSECOOPERS,

Defendants.

**DECLARATION OF NANCY FREEMAN GANS IN SUPPORT
OF THE MOTION OF THE HOFMANN GROUP FOR
CONSOLIDATION, APPOINTMENT AS LEAD PLAINTIFF
AND FOR APPROVAL OF ITS SELECTION OF LEAD COUNSEL
AND LIAISON COUNSEL**

I, Nancy Freeman Gans, under penalties of perjury, hereby declare:

1. I am a member of the firm Moulton & Gans, P.C. I make this declaration in support of the motion of the Hofmann Group for consolidation, to be appointed Lead Plaintiff and for approval of its selection of Lead Counsel and Liaison Counsel.

2. Attached hereto as Exhibit A is a true and accurate copy of the complaint filed in Hofmann v. Laughlin, et al., No. 04 CV 10027 (D. Mass. filed on Jan. 7, 2004) (Tauro, J.)

3. Attached hereto as Exhibit B is a true and accurate copy of the notice which plaintiff in Hofmann v. Laughlin, et al., No. 04 CV 10027 (D. Mass. filed on Jan. 7, 2004) (Tauro, J.) caused to be published in Investors' Business Daily on January 21, 2004.

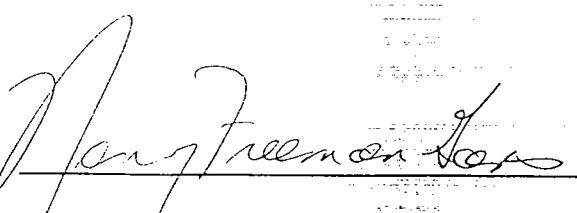
4. Attached hereto as Exhibit C is a true and accurate copy of the certifications of Bruno Hofmann, John H. Bowie, Dick Madigan, and Richard Conen (collectively, the "Hofmann Group").

5. Attached hereto as Exhibit D is a chart analyzing the Hofmann Group's financial interest in this litigation.

6. Attached hereto as Exhibit E is the firm resume of Milberg Weiss Bershad Hynes & Lerach LLP.

7. Attached hereto as Exhibit F is the firm resume of Moulton & Gans, P.C.

Dated: March 22, 2004
Boston, Massachusetts



Nancy Freeman Gans

Nancy Freeman Gans

CERTIFICATE OF SERVICE

I, Nancy Freeman Gans, hereby certify that a true copy of the above document was served upon the attorney of record for each party by mailing copies of same, postage prepaid, on March 22, 2004.



Nancy Freeman Gans

EXHIBIT C

MAR 18 2004

**CERTIFICATION OF PROPOSED LEAD PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

I, John H. Bowie Jr, declare the following as to the claims asserted, or to be asserted, under the federal securities laws:

1. I have reviewed the Organogenesis (AMEX:ORGG) complaint prepared by Milberg Weiss Bershad Hynes & Lerach LLP, whom I designate as my counsel in this action for all purposes.

2. I did not acquire Organogenesis (AMEX:ORGG) stock at the direction of plaintiff's counsel or in order to participate in any private action under the federal securities laws.

3. I am willing to serve as a lead plaintiff either individually or as part of a group. A lead plaintiff is a representative party who acts on behalf of other class members in directing the action, and whose duties may include testifying at deposition and trial.

4. I will not accept any payment for serving as a representative party beyond my pro rata share of any recovery, except reasonable costs and expenses, such as lost wages and travel expenses, directly related to the class representation, as ordered or approved by the court pursuant to law.

5. I have not sought to serve or served as a representative party for a class in an action under the federal securities laws within the past three years, except:

6. I understand that this is not a claim form, and that my ability to share in any recovery as a member of the class is unaffected by my decision to serve as a representative party.

7. Since November 15, 1999 I have made the following transactions in Organogenesis (AMEX:ORGG) and will provide records of those transactions upon request:

No. of Shares	Buy/Sell	Date	Price Per Share
1000	Buy	7-28-00	\$ 12.625
500	Buy	5-15-00	\$ 10.063
500	Buy	5-17-00	\$ 9.563
500	Buy	5-18-00	\$ 9.125

Please use and attach additional pages if necessary.

I declare under penalty of perjury that the foregoing is true and correct

Executed this 16 day of MARCH, 2004

John H. Bowie, Jr.

Print Name

Signature

**CERTIFICATION OF PROPOSED LEAD PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

I, Richard Conen, declare the following as to the claims asserted, or to be asserted, under the federal securities laws:

1. I have reviewed the Organogenesis (AMEX:ORGG) complaint prepared by Milberg Weiss Bershad Hynes & Lerach LLP, whom I designate as my counsel in this action for all purposes.
2. I did not acquire Organogenesis (AMEX:ORGG) stock at the direction of plaintiff's counsel or in order to participate in any private action under the federal securities laws.
3. I am willing to serve as a lead plaintiff either individually or as part of a group. A lead plaintiff is a representative party who acts on behalf of other class members in directing the action, and whose duties may include testifying at deposition and trial.
4. I will not accept any payment for serving as a representative party beyond my pro rata share of any recovery, except reasonable costs and expenses, such as lost wages and travel expenses, directly related to the class representation, as ordered or approved by the court pursuant to law.
5. I have not sought to serve or served as a representative party for a class in an action under the federal securities laws within the past three years, except:
6. I understand that this is not a claim form, and that my ability to share in any recovery as a member of the class is unaffected by my decision to serve as a representative party.
7. Since November 15, 1999 I have made the following transactions in Organogenesis (AMEX:ORGG) and will provide records of those transactions upon request:

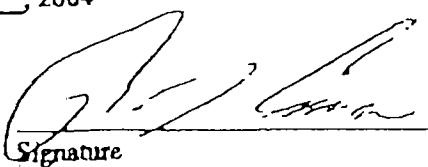
No. of Shares	Buy/Sell	Date	Price Per Share
4000	Buy	12/7/99	11.8125
2000	Sale	12/13/99	8.6266
2000	Sale	12/14/99	8.8750

Please use and attach additional pages if necessary.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 19 day of May, 2004

Richard S. Conen
Print Name


Signature

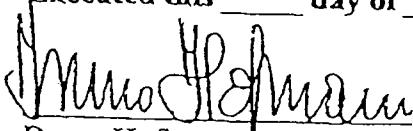
**CERTIFICATION OF BRUNO HOFMANN SUPPORT OF
ORGANOGENESIS CLASS ACTION COMPLAINT**

Bruno Hofmann ("Plaintiff") declares, as to the claims asserted under federal securities laws, that:

1. Plaintiff has reviewed the complaint prepared by counsel in the above captioned case, and authorizes its filing.
2. Plaintiff did not purchase the securities that are the subject of the complaint at the direction of plaintiff's counsel or in order to participate in any private action arising under the federal securities laws.
3. Plaintiff is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial, if necessary.
4. During the proposed class period, plaintiff made the following transactions in Organogenesis securities. See attached Schedule A
5. In the past three years, plaintiff has not sought to serve as a representative party on behalf of a class action filed under federal securities law except: *none*
6. Plaintiff will not accept payment for serving as a representative party on behalf of the class beyond plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to representation of the class as ordered or approved by the court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 5th day of January, 2004.



Bruno Hofmann

Schedule A
Bruno Hofmann Transactions in
Organogenesis CP

Purchases:

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>
01/14/00	300	9.5000
01/18/00	1,500	9.5000
01/25/00	700	9.5000
01/28/00	2,500	9.2500
01/31/00	5,000	8.8750
02/18/00	5,000	14.3750
02/18/00	5,000	14.7500
02/18/00	5,000	15.5000
03/03/00	5,000	13.5625
03/16/00	5,000	15.5000
04/18/00	5,000	10.7500

Sales:

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>
11/16/00	9,000	10.0000
11/16/00	1,000	10.0300

**CERTIFICATION OF PROPOSED LEAD PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

I, Richard Madigan, declare the following as to the claims asserted, or to be asserted, under the federal securities laws:

1. I have reviewed the Organogenesis (AMEX:ORGG) complaint prepared by Milberg Weiss Bershad Hynes & Lerach LLP, whom I designate as my counsel in this action for all purposes.

2. I did not acquire Organogenesis (AMEX:ORGG) stock at the direction of plaintiff's counsel or in order to participate in any private action under the federal securities laws.

3. I am willing to serve as a lead plaintiff either individually or as part of a group. A lead plaintiff is a representative party who acts on behalf of other class members in directing the action, and whose duties may include testifying at deposition and trial.

4. I will not accept any payment for serving as a representative party beyond my pro rata share of any recovery, except reasonable costs and expenses, such as lost wages and travel expenses, directly related to the class representation, as ordered or approved by the court pursuant to law.

5. I have not sought to serve or served as a representative party for a class in an action under the federal securities laws within the past three years, except:

6. I understand that this is not a claim form, and that my ability to share in any recovery as a member of the class is unaffected by my decision to serve as a representative party.

7. Since November 15, 1999 I have made the following transactions in Organogenesis (AMEX:ORGG) and will provide records of these transactions upon request:

No. of Shares	Buy/Sell	Date	Price Per Share
1000	"	4-17-2000	9.125
1150	"	1-3-01	9.36
1250	"	1-3-01	8.44
2500	"	1-9-01	7.51
1030	"	6-29-01	7.75
500	"	7-10-01	8.25
1300	"	7-10-01	8.25
500	"	7-10-01	8.14
1180	"	11-30-01	5.55

Please use and attach additional pages if necessary.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 22 day of March, 2004

Richard J. Madigan
Print Name

Richard J. Madigan
Signature

EXHIBIT D

Class Period: 1/1/1999 - 1/10/01

ORGANOGENESIS INC.

PLAINTIFF	PURCHASE TRANSACTIONS			SALES TRANSACTIONS			SHARES HELD	ESTIMATED VALUE (2)	ESTIMATED LOSSES
	DATE	SHARES	PURCHASE AMOUNT	DATE	SHARES	SALES PRICE			
Hofmann, Bruno	01/14/00	300	9,500	2/8/00	2,810.00	90,000.00	90,000.00	(4,700)	(12,825.54)
Hofmann, Bruno	01/16/00	1,500	9,500	1/21/00	14,250.00	100,000.00	100,000.00	500	737.10
Hofmann, Bruno	01/25/00	700	9,500	6/30/00	6,510.00	700	700	1,071.94	(1,121.90)
Hofmann, Bruno	01/26/00	1,500	9,250	2/1/00	21,125.00	1,500	1,500	1,685.50	(3,616.06)
Hofmann, Bruno	01/27/00	5,000	8,750	4/1/00	4,715.00	5,000	5,000	737.10	(19,439.50)
Hofmann, Bruno	02/18/00	5,000	14,175.00	7/1/00	71,750.00	5,000	5,000	737.10	(3,004.00)
Hofmann, Bruno	02/18/00	5,000	14,750.00	7/1/00	71,750.00	5,000	5,000	737.10	(64,504.00)
Hofmann, Bruno	02/18/00	5,000	15,300.00	7/1/00	71,500.00	5,000	5,000	737.10	(60,779.00)
Hofmann, Bruno	03/03/00	5,000	12,562.5	6/1/00	6,811.50	5,000	5,000	737.10	(70,129.00)
Hofmann, Bruno	03/16/00	5,000	15,000	7/1/00	71,500.00	5,000	5,000	737.10	(60,441.00)
Hofmann, Bruno	04/18/00	5,000	10,150.00	7/1/00	51,750.00	5,000	5,000	737.10	(70,129.00)
Hofmann, Bruno	04/18/00	5,000	10,150.00	7/1/00	51,750.00	5,000	5,000	737.10	(60,779.00)
Hofmann, Bruno Total		40,000			100,000.00	100,000.00	100,000.00	5,000	(369,141.50)
Bowit, John H. IRA	5/15/00	500.00	10.00				0.00	500	737.10
Bowit, John H. IRA	5/17/00	500.00	9.56				0.00	500	737.10
Bowit, John H. IRA	5/18/00	500.00	9.13				0.00	500	737.10
Bowit, John H. IRA Total		1,500.00			1,475.50	0.00	0.00	1,500	1,111.10
Bowit, John H.	7/28/00	1,000.00	12.63				0.00	0.00	1,111.10
Bowit, John H. Total		1,000.00			12,635.00	0.00	0.00	0.00	1,111.10
Cocca, Richard	1/27/99	4,000.00	11,112.5				0.00	0.00	1,474.20
Cocca, Richard				12/1/99	2,000.00	4,626.6	17,251.20	2,000	(2,944.40)
Cocca, Richard Total				12/1/99	2,000.00	8,875.00	17,750.00	0	(2,944.40)
Madigan, Richard	04/14/00	1,000.00	9,625.0				0.00	0.00	0.00
Madigan, Richard	01/03/01	1,250.00	8,1600				0.00	1,000	1,474.20
Madigan, Richard	01/03/01	1,250.00	8,4400				0.00	1,250	1,842.73
Madigan, Richard	01/03/01	1,250.00	8,560.00				0.00	1,250	(8,607.23)
Madigan, Richard	08/29/01	10,500.00	7,5100				0.00	1,500	1,842.73
Madigan, Richard	08/29/01	10,500.00	7,5100				0.00	1,500	(13,707.23)
Madigan, Richard	10/10/01	10,000.00	5,2600				0.00	1,000	1,685.50
Madigan, Richard	10/10/01	10,000.00	5,2600				0.00	1,000	(13,389.50)
Madigan, Richard	10/10/01	10,000.00	5,1400				0.00	1,000	1,547.91
Madigan, Richard	10/10/01	10,000.00	5,1400				0.00	1,000	(13,539.59)
Madigan, Richard	11/20/01	500.00	1,160.00				0.00	500	737.10
Madigan, Richard	11/20/01	500.00	1,160.00				0.00	500	737.10
Madigan, Richard	12/03/01	1,000.00	5,1400				0.00	1,000	1,719.58
Madigan, Richard	12/03/01	1,000.00	5,1400				0.00	1,000	(4,269.44)
Madigan, Richard Total		1,000.00			76,221.50	0.00	0.00	10,500	(13,035.14)
Grand Total		510,300.00			661,916.50	14,000.00	135,031.20	40,000	(48,444.47)